

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
15375 MEMORIAL CORPORATION, <i>et</i>	)	Case Nos. 06-10859 (KG)
<i>al.</i> ,	)	And 06-10860 (KG)
	)	
Debtors.	)	Jointly Administered
	)	
	)	Related to Docket Nos. 329, 330, 336 and 337
	)	
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SANTA FE MINERALS, INC.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	
	)	
BEPCO, L.P., formerly known as BASS	)	
ENTERPRISES PRODUCTION	)	
COMPANY,	)	Adversary No. 06-50822 (KG)
	)	
Defendant.	)	
	)	
GLOBALSANTAFE CORPORATION,	)	
GLOBALSANTAFE CORPORATE	)	
SERVICES, INC., and ENTITIES	)	Related to Docket Nos. 197, 198 and 206 and 207
HOLDINGS, INC.,	)	
	)	
Intervenors.		

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**STATEMENT OF DEBTORS AND DEBTORS-IN-POSSESSION  
15375 MEMORIAL CORPORATION AND SANTA FE MINERALS, INC.  
OF ISSUES ON CROSS-APPEAL AND COUNTER-DESIGNATION  
OF THE ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Debtors and Debtors-in-Possession, 15375 Memorial Corporation (“Memorial”) and Santa Fe Minerals, Inc. (“Santa Fe”)(collectively, “Debtors”), by and through their undersigned counsel, pursuant to Federal Rule of Bankruptcy Procedure 8006, hereby submit their statement of issues on cross-appeal and counter-designation of items to be included in the record on appeal with respect to the Notices of Appeal filed by BEPCO, L.P. f/k/a Bass

Enterprises Production Company (“Bass”)(D.I. 329, 330 and Adv. D.I. 197 and 198) and the Notice of Cross Appeal filed by Debtors (D.I. No. 337 and Adv. D.I. 207).

## **I. STATEMENT OF ISSUES ON CROSS-APPEAL**

Debtors state the following issues in connection with the appeals filed by Bass and the Debtors’ cross-appeal:

(a) whether the Bankruptcy Court erred in granting the *Motion Of BEPCO, L.P. f/k/a Bass Enterprises Production Company Motion For Modification Of The Automatic Stay Under 11 U.S.C. §362* (D.I. 23);

(b) whether the Bankruptcy Court erred in authorizing Bass to proceed with litigation against Santa Fe and its insurers in Louisiana;

(c) whether the Bankruptcy Court erred by holding further briefing on the Debtors’ *Motion for Summary Judgment With Respect To Proofs Of Claim Filed By BEPCO, L.P., f/k/a Bass Enterprises Production Company* (D.I. 243) in abeyance to allow Bass’ litigation to proceed in Louisiana.

(d) Whether the Bankruptcy Court erred, on the record before it, in finding that Debtors had commenced the Bankruptcy Cases in good faith; that Santa Fe Minerals, Inc. was an eligible debtor under 11 U.S.C. § 109; and in determining that the Bankruptcy Cases should not be dismissed under 11 U.S.C. §1112(b).

## **II. COUNTER DESIGNATION OF ITEMS TO BE INCLUDED ON THE RECORD ON APPEAL**<sup>1</sup>

In addition to the items identified by Bass in its *Statement of Issues And Designation Of Items Included Record On Appeal By Appellant BEPCO, L.P., f/k/a Bass*

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<sup>1</sup> Neither the filing of this pleading nor anything contained herein shall constitute a waiver of Debtors’ right to object to the inclusion in the record on appeal of any improper items designated by Bass pursuant to Bass’ designation of items to be included in the record.

*Enterprises Production Company Regarding Bankr. D.I. 291 and 292 And Adv. D.I. 164 & 165* (Bankr. D.I. 340, Adv. D.I. 210) and its *Statement Of Issues And Designation Statement of Issues Included Record On Appeal By Appellant BEPCO, L.P., f/k/a Bass Enterprises Production Company Regarding Bankr. D.I. 323 & 324 And Adv. D.I. 193 & 194* (Bankr. D.I. 341 and Adv. D. I. 211), which are incorporated herein by reference, the Debtors hereby identify the following items to be included in the record on appeal and cross-appeal.

<b><u>Trial Exhibit No.</u></b>	<b><u>D.I. No.</u></b>	<b><u>Adv. D.I. No.</u></b>	<b><u>Description</u></b>
7			Affidavit of John J. Griffin, Jr.
8			Affidavit of Richard J. Denney, Jr.
9			BEPCO, L.P.'s Responses To First Set of Interrogatories And First Request For Production To BEPCO, L.P. Propounded By GlobalSantaFe Corporation
10			BEPCO, L.P.'s Responses To Plaintiff's Combined First Set Of Interrogatories, Request For Production Of Documents And Request For Admissions Directed To BEPCO, L.P. f/k/a Bass Enterprises Production Company
11			BEPCO, L.P.'s Supplemental And Amended Responses To Plaintiff's Combined First Set Of Interrogatories, Request For Production Of Documents And Request For Admissions Directed To BEPCO, L.P. f/k/a Bass Enterprises Production Company
12			BEPCO, L.P.'s Supplemental And Amended Responses To First Set Of Interrogatories And First Request For Production To BEPCO, L.P. Propounded By GlobalSantaFe Corporation

<b><u>Trial Exhibit No.</u></b>	<b><u>D.I. No.</u></b>	<b><u>Adv. D.I. No.</u></b>	<b><u>Description</u></b>
13			BEPCO, L.P.'s Second Supplemental And Amended Responses To Certain Of Plaintiff's Combined First Set Of Interrogatories, Request For Productions Of Documents And Request For Admissions Directed To BEPCO, L.P. f/k/a Bass Enterprises Production Company
14			BEPCO, L.P.'s Second Supplemental And Amended Responses To Certain Of The First Set Of Interrogatories And First Request For Production To BEPCO, L.P. Propounded By GlobalSantaFe Corporation
15			BEPCO, L.P.'s Third Supplemental And Amended Responses To Certain Of Plaintiff's Combined First Set Of Interrogatories, Requests For Production Of Documents And Request For Admissions Directed To BEPCO, L.P. f/k/a Bass Enterprises Company
16			BEPCO, L.P.'s Third Supplemental And Amended Responses To Certain Of The First Set Of Interrogatories And First Request For Production To BEPCO, L.P. Propounded By GlobalSantaFe Corporation
17			Monthly Operating Reports filed by Debtors
26			August 23, 2006 Order of the Louisiana State Court
28			Notice of Removal – Tebow
29			Motion to Transfer –Tebow
30			September 20, 2006 Judgment of the Louisiana Federal Court in the Louisiana Action
33			June 5, 2007 Letter From Argonaut Insurance to Cyndi Featherston
34			Michael Pisani & Associates, Inc. June 30, 2006 letter and supplemental report dated August 1, 2006.

<b><u>Trial Exhibit No.</u></b>	<b><u>D.I. No.</u></b>	<b><u>Adv. D.I. No.</u></b>	<b><u>Description</u></b>
35			Compromise and Settlement Agreement
37			Excerpts of Tebow Trial transcript, February 23, 2007
38			Arville Touchet Report dated July 31, 2006
39			Bass' Motion in Limine filed in the Tebow action dated November 22, 2006
40			Notice of Release and Assignment
44			August 2, 2006, letter from Twin City Fire Insurance Company to Featherston
47			May 31, 2007, letter from Featherston to St. Paul Travelers
55			March 29, 2007, letter from Faure to Highlands Insurance Company with attached proof of claim
56			March 30, 2007, letter from Faure to Highlands Insurance Company with attached proof of claim
57			March 30, 2007, letter from Faure to Highlands Insurance Company with attached proof of claim
65			January 17, 2007, e-mail from Steve Bertenshaw to Phyllis Davis
66			January 22, 2007, e-mail from Phyllis Davis to Featherston
67			January 8, 2007, letters from Featherston to Chubb Group, AON Risk Services, The Hartford, and AIG Domestic Claims, Inc., with attachments (documentation and history of relationship between Santa Fe and Andover Oil Company)
70			May 31, 2007, letter from Featherston to Argonaut Insurance Group
71			May 31, 2007, letter from Featherston to Metropolitan Atlanta Rapid Transit Authority
72			May 31, 2007, letter from Featherston to Harbor Insurance Company

<u>Trial Exhibit No.</u>	<u>D.I. No.</u>	<u>Adv. D.I. No.</u>	<u>Description</u>
73			June 5, 2007 Letter From Argonaut Insurance too Cyndi Featherston
75			November 27, 2006 Documents from Comptroller of Public Accounts re Claim No. 07113993
76			November 27, 2006 Documents from Comptroller of Public Accounts re Claim No. 07114135
77			March 15, 2007, check from Lyntegar Electric Co-op Closing
78			November 19, 2003 Letter from Douglas R. Painter to Steven Arbaugh regarding Request for information Letter
79			August 25, 2006 Letter from Bill Pope to David Faure re: Escheated Funds
80			Documentation Regarding Escheated Funds
81			October, 2006 Letter from Continental v. Conoco Phillips Administrator to David Faure enclosing \$59,385.69 check for settlement proceeds
82			Check from State of California to Santa Fe, Inc. and related documents
83			Santa Fe's 2000 Tax Return
84			Memorial's 2000 Tax Return
86			Assignment from Bass to Chenola
87			Conveyance from Chenola to Andover
88			June 27, 2007 Letter and June 28, 2007 Letter from John D. Demmy, Esquire to Bruce A. Craig, Esquire regarding <i>Boudreaux v. McDermott, Inc. et al.</i>
89			Plaintiffs' Original Complaint – <i>Boudreaux v. McDermott</i>

<b><u>Trial Exhibit No.</u></b>	<b><u>D.I. No.</u></b>	<b><u>Adv. D.I. No.</u></b>	<b><u>Description</u></b>
90			Newfield Exploration Mid-Continent Inc.- Order Of The Commission re The Corporation Commission Of The State Of Oklahoma, Cause CD 200703155T
91			Petition For Letter Rogatory – Dore Energy Corporation v. Carter-Langham, Inc. et al
92			Complaint in Harris
93			Complaint in Ellison
94			Documents related to Santa Fe/Pomeroy Merger
95			July 16, 2007, letter from Featherston to Greenwich Insurance Company
96			July 13, 2007, letter from Featherston to Travelers Insurance
97			August 7, 2007, letter from CNA to Featherston
98			August 6, 2007, letter from Argonaut Insurance to Featherston
99			August 16, 2007, letter from Chubb Group of Insurance Companies to Featherston
100			Petition for Damages, Jason Tripkovich v. Affiliated Holdings, et al.
102			February 26, 2007 Escrow Agreement
103			Order Approving Establishment of Tebow v. Bradex Qualified Settlement Fund
104			Joint Petition To Approve Establishment of the Tebow v. Bradex Qualified Settlement Fund
105			Soil Report – B. Arville Touchet, July 31, 2006
106			August 20, 2007 Facsimile from Louisiana Department of Natural Resources to Arville Touchett

<b><u>Trial Exhibit No.</u></b>	<b><u>D.I. No.</u></b>	<b><u>Adv. D.I. No.</u></b>	<b><u>Description</u></b>
107			September 2, 2007 letter from M. Hampton Carver, Esquire to Phillip Eisenberg, Esquire re: McCreight deposition
108			September 4, 2007 letter from Phil Eisenberg, Esquire to M. Hampton Carver, Esquire re McCreight deposition
109			September 7, 2007 letter from Phillip Eisenberg, Esquire to M. Hampton Carver, Esquire re McCreight deposition
		12	Opening Brief In Support Of Motion To Intervene filed by the GlobalSantaFe Entities
		22	Reply of GlobalSantaFe Entities To Memorandum Of Law Of Bass In Opposition to Motion to Intervene
	52		Debtors' Brief In Opposition to Motion to Dismiss
	223	114	Bass' Motion For Protective Order
	228	118	GlobalSantaFe's Response to Bass' Motion for Protective Order
	229	119	GlobalSantaFe's Response to Bass' Statement on <i>In Limine</i> Matters
	231	121	Debtors' Joinder to GlobalSanta Fe's Motion for Protective Order
	239, 246	129	Transcript from September 12, 2007 hearing
	263		September 2007 Operating Report
	281		October 2007 Operating Report
	287		November 2007 Operating Report
	289		December 2007 Operating Report
	302		January 2008 Operating Report



<u>Trial Exhibit No.</u>	<u>D.I. No.</u>	<u>Adv. D.I. No.</u>	<u>Description</u>
	320		February 2008 Operating Report
	335		March 2008 Operating Report
	336		Cross Appeal filed by GlobalSantaFe Corporation et al.
	337		Cross Appeal filed by Debtors
	-		Transcript of March 25, 2008 hearing
	-		Transcript of April 18, 2008 hearing

Dated: May 19, 2008

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**CERTIFICATE OF SERVICE**

John D. Demmy hereby certifies that on May 19, 2008, true and correct copies of the foregoing *STATEMENT OF DEBTORS AND DEBTORS-IN-POSSESSION 15375 MEMORIAL CORPORATION AND SANTA FE MINERALS, INC. OF ISSUES ON CROSS-APPEAL AND COUNTER-DESIGNATION OF THE ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL* were served on the parties listed below in the manner indicated.

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